

JONES DAY

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May 3, 2005

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 255 10 FILED

MAY 04 '05

2-39 PM

SURFACE TRANSPORTATION BOARD

Re: North American RailNet, Inc.

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Security Agreement, dated as of May 2, 2005, between the Grantors party hereto as listed below (each, a "Grantor"), and National City Bank of the Midwest, as Agent (the "Agent") for the Secured Parties (as defined in the Security Agreement).

The enclosed document is a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents, and is a Memorandum of Security Agreement.

The names and addresses of the parties to the enclosed document are as follows:

Grantors:

North American RailNet, Inc.
252 Clayton Street, Fourth Floor
Denver, CO 80206
Attention: Manager

Georgia & Florida RailNet, Inc.
1019 Coastline Avenue
Albany, GA 31705
Attention: Manager

Illinois RailNet, Inc.
430 West Madison Street
Ottawa, IL 61350
Attention: Manager

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Nebraska, Kansas & Colorado RailNet, Inc.
128 1st Street
Grant, NE 69140
Attention: Manager

Agent: **National City Bank of the Midwest**
629 Euclid Avenue
Cleveland, OH 44114
Attention: Agent Services

The equipment covered by the aforesaid Memorandum of Security Agreement consists of **all equipment now owned or hereafter acquired** by the Grantors.

A short summary of the document to appear in the index follows:

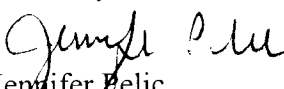
Memorandum of Security Agreement among North American RailNet, Inc., Georgia & Florida RailNet, Inc., Illinois RailNet, Inc., and Nebraska, Kansas & Colorado RailNet, Inc., as Grantors, and National City Bank of the Midwest as Agent, dated May 2, 2005, and covering all equipment now owned or hereafter acquired.

A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Jennifer Pelic
Jones Day
77 West Wacker Drive
Chicago, Illinois 60601

If you have any questions or need further information, please do not hesitate to contact the undersigned (312) 269-4376.

Sincerely,


Jennifer Pelic

Enclosures

MAY 04 '05

2-39 PM

MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Security Agreement, made and entered into as of May 2, 2005 by and between the undersigned (collectively, the "*Grantors*") and National City Bank of the Midwest, as Agent ("*U.S. Agent*") for the Secured Parties (as defined in the Security Agreement).

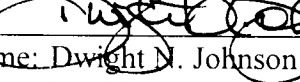
WITNESSETH:

The undersigned have entered into that certain Security Agreement, dated as of May 2, 2005 (the "*Security Agreement*"), by which the Grantors have granted a security interest in *all equipment now owned or hereafter acquired* to the U.S. Agent in order to secure the Grantors' performance of their respective obligations as described in that certain Credit Agreement dated as of May 2, 2005.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE "*GRANTORS*"

NORTH AMERICAN RAILNET, INC.
GEORGIA & FLORIDA RAILNET, INC.
ILLINOIS RAILNET, INC.
NEBRASKA, KANSAS & COLORADO RAILNET, INC.

By: 
Name: Dwight N. Johnson
Title: President

Executed on this 2 day of May, 2005

NATIONAL CITY BANK OF THE MIDWEST, AS
U.S. AGENT

By Stephanie Pass
Name: **Senior Vice President**
Title:

Executed on this 2nd day of May, 2005

STATE OF Illinois)

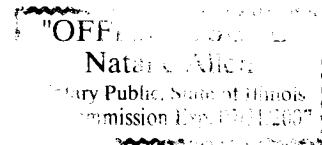
) SS.:

COUNTY OF Cook)

On this, the 24 day of May, 2005, before me, a Notary Public in and for said County and State, personally appeared Stephen P. ..., who being by me duly sworn, says that he is a Stephen P. ... of NATIONAL CITY BANK OF THE MIDWEST, that said instrument was signed on May 24, 2005 on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Natalie Allen
Name: Natalie Allen
Notary Public
My Commission Expires: 11/31/07
Residing in Illinois



STATE OF Colorado)
)
COUNTY OF Denver) SS.:

On this, the 2nd day of May, 2005, before me, a Notary Public in and for said County and State, personally appeared Dwight V. Johnson, who being by me duly sworn, says that he is the President of each of NORTH AMERICAN RAILNET, INC., GEORGIA & FLORIDA RAILNET, INC., ILLINOIS RAILNET, INC., AND NEBRASKA, KANSAS & COLORADO RAILNET, INC., that said instrument was signed on May 2, 2005 on behalf of said corporations by authority of their respective board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability companies.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Elaine Musselman
Name: Elaine Musselman
Notary Public
My Commission Expires: May 17, 2008
Residing in Denver, CO

ELAINE MUSSELMAN
NOTARY PUBLIC
STATE OF COLORADO